

JUN 22 '06

10-26 AM

SURFACE TRANSPORTATION BOARD

Law Offices of
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600 Baltimore Avenue
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Towson, MD 21204
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June 22, 2006

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed two certified copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment and Agreement, a secondary document, dated as of June 21, 2006. The primary document to which this is connected is recorded under Recordation No. 26320. We request that the copy of this document be recorded under Recordation No. 26320-D.

The names and addresses of the parties to the Memorandum of Assignment and Agreement are:

Assignor:

LaSalle National Leasing Corporation
One West Pennsylvania Avenue, Suite 1000
Towson MD 21204

Assignee:

Farm Credit Services of Mid-America, PCA
1601 UPS Drive
Louisville, KY 40223

A description of the equipment covered by the Memorandum of Assignment and Agreement consists of two GP-38-2 locomotives numbered BNSF 2006 and 2032.

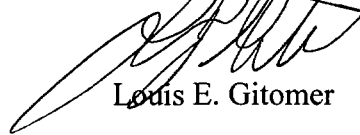
Honorable Vernon A. Williams
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A fee of \$34.00 is enclosed. Please return one copy to:

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204

A short summary of the document to appear in the index follows: a Memorandum of Assignment and Agreement among LaSalle National Leasing Corporation, One West Pennsylvania Avenue, Suite 1000, Towson MD 21204, and Farm Credit Services of Mid-America, PCA, 1601 UPS Drive, Louisville, KY 40223, covering two GP-38-2 locomotives numbered BNSF 2006 and 2032.

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDATION NO.

26320-1 FILED

JUN 22 '06

10-26 AM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT AND AGREEMENT

This Memorandum of Assignment and Agreement is dated as of June 21, 2006 by and between LASALLE NATIONAL LEASING CORPORATION ("LASALLE"), One West Pennsylvania Avenue, Towson, MD 21204, the assignor, and FARM CREDIT SERVICES OF MID-AMERICA, PCA, 1601 UPS Drive, Louisville, KY 40223 ("FARM CREDIT"), the assignee.

WITNESSETH:

1. LASALLE, as lessor, entered into a Locomotive Lease Agreement (the "Lease") dated as of April 25, 2006 by and among LASALLE, as lessor, National Railway Equipment Company, and BNSF Railway Company, as lessee, for certain locomotives identified in the Attachment (the "Locomotives") to lessee. A Memorandum of Lease dated as of May 11, 2006 was recorded on May 12, 2006 at the Surface Transportation Board (the "Board") under Recordation No. 26320-A.

2. LASALLE and FARM CREDIT have entered a Master Assignment Agreement dated as of March 24, 2006, which is evidenced by this Memorandum of Assignment and Agreement with respect to the Locomotives.

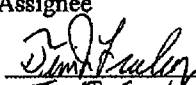
3. This Memorandum of Assignment and Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment and Agreement to be executed by their duly authorized officers as of the date first written above.

LASALLE NATIONAL LEASING
CORPORATION
as Assignor

By: 
Name: JAMES A. VLK
Title: SENIOR VICE PRESIDENT

FARM CREDIT SERVICES OF MID-
AMERICA, PCA
as Assignee

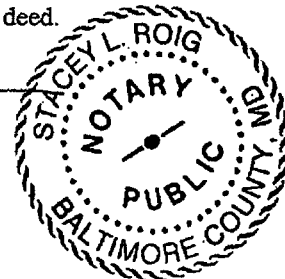
By: 
Name: Tim J. Fralley
Title: Credit Officer

STATE OF Maryland)
) ss
COUNTY OF Baltimore)

On this 21st day of June, 2006, before me personally appeared JAMES A. VIK
to me personally known, who being by me duly sworn, says that (s)he is the
SENIOR V.P., of LaSalle National Leasing Corporation that the foregoing
instrument was signed on behalf of said limited liability corporation, and (s)he
acknowledged that the execution of the said instrument was his free act and deed.

Stacey L. Roig
NOTARY PUBLIC

My commission expires: August 4, 2009



COMMONWEALTH OF KENTUCKY)
) ss
COUNTY OF)

On this 21st day of June, 2006, before me personally appeared Tim J. Fratey
to me personally known, who being by me duly sworn, says that he is the
Credit Officer, of Farm Credit Services of Mid-America, PCA that the
foregoing instrument was signed on behalf of said corporation, and he acknowledged that
the execution of the said instrument was his free act and deed.

Stephen R. Follmer
NOTARY PUBLIC

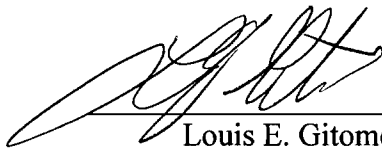
My commission expires: JANUARY 7, 2007

ATTACHMENT

- Two (2) Locomotives numbered BNSF 2006 & BNSF 2032

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Assignment and Agreement, dated as of June 21, 2006, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
June 22, 2006